

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION

IN RE:	}	CASE NUMBER
	}	3:16-bk-02233-PMG
PREMIER EXHIBITIONS MANAGEMENT, LLC	}	
	}	JUDGE PAUL M. GLENN
	}	
DEBTOR.	}	CHAPTER 11

DEBTOR'S STANDARD MONTHLY OPERATING REPORT (BUSINESS)

FOR THE PERIOD

FROM August 1, 2016 TO August 31, 2016

Comes now the above-named debtor and files its Monthly Operating Reports in accordance with the Guidelines established by the United States Trustee and FRBP 2015.

/s/ Daniel F. Blanks

Attorney for Debtor's Signature

Debtor's Address
and Phone Number:Attorney's Address
and Phone Number:

PREMIER EXHIBITIONS MANAGEMENT, LLC

NELSON MULLINS (Attn: Daniel Blanks)

3045 Kingston Court, Suite I

50 N. Laura Street, 41st Floor

Peachtree Corners GA 30071

Jacksonville, FL 32202

+1 (404) 842-2600

+1 (404) 665-3600

Note: The original Monthly Operating Report is to be filed with the court and a copy simultaneously provided to the United States Trustee Office. Monthly Operating Reports must be filed by the 20th day of the following month.

For assistance in preparing the Monthly Operating Report, refer to the following resources on the United States Trustee Program Website, http://www.usdoj.gov/ust/r21/reg_info.htm

- 1) Instructions for Preparations of Debtor's Chapter 11 Monthly Operating Report
- 2) Initial Filing Requirements
- 3) Frequently Asked Questions (FAQs) <http://www.usdoj.gov/ust/>

EXHIBIT LIST OF DOCUMENTS / FILES FOR US TRUSTEEFOR THE PERIOD 01-Aug-16 AND ENDING 31-Aug-16Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number 3:16-bk-02233-PMGDate of Petition: 14-Jun-16**Premier Exhibitions Management, LLC****Per MOR-2****SEE BALANCE SHEET & GENERAL LEDGER****EXHIBIT ITEM**

- 1 Premier Exhibitions Management Balance Sheet 08-31-16
- 2 GL Detail 8-31-2016

SEE PROFIT & LOSS STATEMENT**EXHIBIT ITEM**

- 3 Premier Exhibition Management Income Statement 08-31-16

BANK STATEMENTS AND RECONCILIATIONS ATTACHED**EXHIBIT ITEM**

- 4 08.2016 - 3309 TUT Bank Account \$54,185.74
- 4A 08.2016 - 3309 TUT Account Transfer -\$54,185.74
- 5 08.2016 - 4747 Sweep
- 6 08.2016 - 7129 Sweep
- 7 08.2016 - 7579 Old Account
- 7A 08.2016 - 7579 Reconciliation
- 8 08.2016 - 8357 Inactive
- 9 08.2016 - 9523 Check Clearing Account
- 9A 08.2016 - 9523 Reconciliation
- 10 08.2016 - 9655 Sweep
- 11 08.2016 - 9663 Sweep Online Sales
- 12 08.2016 - 9697 Operating Bank Account
- 13 08.2016 - 9705 Deposit Clearing Account

EXHIBIT ITEM

- 14 08.2016 - 9713 Payroll Bank Account
- 15 08.2016 - 9721 Sweep
- 16 08.2016 - 9747 Inactive
- 17 08.2016 - 9754 Inactive
- 18 08.2016 - 9762 Sweep
- 19 08.2016 - 9770 Sweep
- 20 08.2016 - 9788 Sweep
- 21 08.2016 - 9697 Bank Reconciliation
- 22 Premier UK August Statement - CLOSED
- 22A CONFIRMATION Premier UK Close Out Balance
- 23 8.2016 - 1139 Wells Fargo August 2016 Statement \$4,504.16
- 24 8.2016 - 1139 Wells Fargo Reconciliation
- 25 10999 Undeposited Funds - 7-31-2016

Per MOR-3**EXHIBIT ITEM**

- 26 Cash Transactions History 8-31-2016
- Please refer to MOR-2 Exhibit 2 named, GL Detail 8-31-2016
- 27 Check Register 8-31-2016

Per MOR-4**EXHIBIT ITEM**

- Please refer to MOR-2 Exhibit 1 named, Premier Exhibitions Management Balance Sheet 08-31-2016
- 28 Aged AR Detail - 8-31-2016
- 29 AR Transactions - 8-31-2016
- Same as MOR-2 and MOR-3 - GL Detail 8-31-2016
- See above - Aged AR Detail - 8-31-2016

Per MOR-5**EXHIBIT ITEM**

- 30 Aged AP Detail - 08-31-2016
 - 31 Post-Petition AP Invoices 8-31-16
 - 32 AP Transactions 8-31-2016
- Paid July Sales Tax in August \$27,070.66

Per MOR-6**EXHIBIT ITEM**

- Please refer to MOR-2 Exhibit 1 named, Premier Exhibitions Management Balance Sheet 08-31-2016
- 33 12000 - Inventory

Per MOR-7

Please refer to MOR-2 and the files listed under BANK STATEMENTS AND RECONCILIATIONS ATTACHED

Per MOR-8

Please refer to MOR-3 Exhibit 27 named, Check Register 8-31-2016

Per MOR-9, MOR-10, MOR-11 and MOR-12

Please refer to MOR-2 and the files listed under BANK STATEMENTS AND RECONCILIATIONS ATTACHED

In addition to MOR-2, the following documents support MOR-9

- 34 Payroll Journal 20160805 20160803 1
- 35 Payroll Journal 20160808 20160805 1
- 36 Payroll Journal 20160819 20160816 1
- 37 Payroll Journal 20160824 20160822 1
- 38 Payroll Journal 20160826 20160825 1
- 39 Payroll Journal 20160902 20160831 1

Per MOR-13**EXHIBIT ITEM**

- 40 BofA CD Withdrawal Notice 08.23.16
- 41 10030 Petty Cash

Per MOR-14

- 42 Paid July Sales Tax in August \$27,070.66
- 43 Sales Tax Payable (extract from EX 2 GL Detail)

Please refer to MOR-5 Exhibit 30 named, Aged AP Detail - 08-31-2016

SCHEDULE OF RECEIPTS AND DISBURSEMENTS

FOR THE PERIOD BEGINNING 01-Aug-16 AND ENDING 31-Aug-16

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC

Case Number 3:16-bk-02233-PMG

Date of Petition: 14-Jun-16

SEE BALANCE SHEET & GENERAL LEDGER

- 1 Premier Exhibitions Management Balance Sheet 08-31-16
- 2 GL Detail 8-31-2016

SEE PROFIT & LOSS STATEMENT

- 3 Premier Exhibition Management Income Statement 08-31-16

BANK STATEMENTS AND RECONCILIATIONS ATTACHED

- | | |
|---|---|
| 4 08.2016 - 3309 TUT Bank Account \$54,185.74 | 14 08.2016 - 9713 Payroll Bank Account |
| 4A 08.2016 - 3309 TUT Account Transfer -\$54,185.74 | 15 08.2016 - 9721 Sweep |
| 5 08.2016 - 4747 Sweep | 16 08.2016 - 9747 Inactive |
| 6 08.2016 - 7129 Sweep | 17 08.2016 - 9754 Inactive |
| 7 08.2016 - 7579 Old Account | 18 08.2016 - 9762 Sweep |
| 7A 08.2016 - 7579 Reconciliation | 19 08.2016 - 9770 Sweep |
| 8 08.2016 - 8357 Inactive | 20 08.2016 - 9788 Sweep |
| 9 08.2016 - 9523 Check Clearing Account | 21 08.2016 - 9697 Bank Reconciliation |
| 9A 08.2016 - 9523 Reconciliation | 22 Premier UK August Statement - CLOSED |
| 10 08.2016 - 9655 Sweep | 23 8.2016 - 1139 Wells Fargo August 2016 Statement \$ |
| 11 08.2016 - 9663 Sweep Online Sales | 24 8.2016 - 1139 Wells Fargo Reconciliation |
| 12 08.2016 - 9697 Operating Bank Account | 25 10999 Undeposited Funds - 7-31-2016 |
| 13 08.2016 - 9705 Deposit Clearing Account | |

	Current month	Cumulative Petition to date
1. Funds at beginning of period per bank	\$ 1,874,954.35 (a)	\$ 1,235,737.00 (b)
2. Receipts:		
3. Total receipts (lines 2A+2B+2C)		
4. Total funds available for operations (line 1+line 3)		
5. Disbursements		
6. Total Disbursements (sum of 5A thru W)		
7. Ending balance (line 4 minus line 6)	\$ 1,982,689.29 (c)	\$ 1,982,689.29 (c)

I declare under penalty of perjury that this statement and the accompanying documents and reports are true and correct to the best of my knowledge and belief.

This 22 day of Sept., 2016

Signature 

(a) This number is carried forward from last month's report. For the first report only, this number will be the balance as of the petition date.

(b) This figure will not change from month to month. It is always the amount of funds on hand as of the date of the petition.

(c) These two amounts will always be the same if form is completed correctly.

SCHEDULE OF RECEIPTS AND DISBURSEMENTS**Detail of Other Receipts and Other Disbursements****OTHER RECEIPTS:****Describe Each Item of Other Receipt and List Amount of Receipt. Write totals on Page MOR-2, Line 2C.**

<u>Description</u>	<u>Current Month</u>	<u>Cumulative Petition to Date</u>
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SEE CASH TRANSACTION JOURNAL AND GENERAL LEDGER ATTACHED

26 Cash Transactions History 8-31-2016

Please refer to MOR-2 Exhibit 2 named, GL Detail 8-31-2016

TOTAL OTHER RECEIPTS	\$ -	\$ -
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"Other Receipts" includes Loans from Insiders and other sources (i.e. Officer/Owner, related parties directors, related corporations, etc.). Please describe below:

Loan amount	Source of funds	Purpose	Repayment schedule
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OTHER DISBURSEMENTS:**Describe Each Item of Other Disbursement and List Amount of Disbursement. Write totals on Page MOR-2, Line 5W.**

<u>Description</u>	<u>Current Month</u>	<u>Cumulative Petition to Date</u>
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SEE CHECK REGISTER ATTACHED AND GENERAL LEDGER

27 Check Register 8-31-2016

TOTAL OTHER DISBURSEMENTS	\$ -	\$ -
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NOTE: Attach a current Balance Sheet and Income (Profit & Loss) Statement.

Monthly Accounts Receivable Reconciliation and Aging

Reporting
period

ACCOUNTS RECEIVABLE AT PETITION DATE: \$ 1,076,512.00

(Include all accounts receivable, pre-petition and post-petition, including charge card sales which not been received): **SEE BALANCE SHEET**

SEE BALANCE SHEET

SEE AR TRANSACTION REGISTER , AGED AR LISTING, GENERAL LEDGER

Premier Exhibitions Management Balance Sheet 08-31-16

28 Aged AR Detail - 8-31-2016

29 AR Transactions - 8-31-2016

GL Detail 8-31-2016

Plus: current month new billings

Minus: collection during the month (b)

Plus/ minus: adjustments or writeoffs *

End of month balance	\$ 970,444.01 (c)
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*For any adjustments or Write-offs provide explanation and supporting documentation, if applicable:

(Show the total for each aging category for all accounts receivable)

0-30 days	31-60 days	61-90 days	over 90 days	Total
	\$ -		\$ -	\$ - (c)

SEE AGED AR LISTING

See above - Aged AR Detail - 8-31-2016

For any receivables in the "Over 90 Days" category, please provide the following:

NO POST PETITION RECEIVABLES OVER 90 DAYS

Customer

Receivable Date

Status (Collection efforts taken, estimate of collectibility write-off, disputed account, etc.)

Total

\$ -

(a) This number is carried forward from last month's report. For the first report only, this number will be zero.

(b) This must equal the number reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2, Line 2B).

(c) These two amounts must equal.

Attachment 2
Monthly Accounts Payable and secured payments report

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG
 Reporting period beginning 01-Aug-16 Period ending 31-Aug-16

In the space below list all invoices or bills incurred and not paid since the filing of the petition. Do not include amounts owed prior to filing the petition. In the alternative, a computer generated list of payables may be attached provided all information requested below is included.

POST PETITION ACCOUNTS PAYABLE

Date incurred	Days outstanding	Vendor	Description	Amount
---------------	------------------	--------	-------------	--------

SEE AGED AP LISTING

30 Aged AP Detail - 08-31-2016

31 Post-Petition AP Invoices 8-31-16

Total amount \$ - (b)

☐ Check here if pre-petition debts have been paid. Attach an explanation and copies of supporting documentation.

Accounts payable reconciliation (post petition unsecured debt only)

SEE AP TRANSACTIONS,

32 AP Transactions 8-31-2016

Opening Balance	_____	(a)
PLUS: New indebtedness incurred this month	_____	
MINUS: Amount paid on post petition	_____	
Accounts payable this month	\$ -	
PLUS/MINUS: adjustments	\$ -	*
End of month balance	\$ -	(c)

*For any adjustments or Write-offs provide explanation and supporting documentation, if applicable:

Secured payments report

List the status of Payments to Secured Creditors and Lessors (Post Petition Only). If you have entered into a modification agreement with a secured creditor/lessor, consult with your attorney and the United States Trustee Program prior to completing this section).

Secured Creditor / Lessor	Date Payment Due This Month	Amount Paid This Month*	Number of Post Petition Payments Delinquent	Total Amount of Post Petition Payments Delinquent
Feng	2016-08-25	10,024.33	0	0
Haiping Zou	2016-08-25	10,024.33	0	0
Zhang	2016-08-25	10,024.33	0	0
Premier has requested a return of these funds as we should not have disbursed these amounts				
		30,072.99	(d)	

* These amounts were for interest over the period June 14-30, 2016

Leases

Monthly property lease payments have been made in full for the month of August.

(b, c) The total of line (b) must equal line (c).

(d) This number is reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2, Line 5N).

Attachment 3
Inventory and Fixed Assets Report

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting period beginning 01-Aug-16 Period ending 31-Aug-16

INVENTORY REPORT

SEE BALANCE SHEET AND INVENTORY ACCOUNT RECONCILIATION

33 12000 - Inventory

INVENTORY BALANCE AT PETITION DATE: \$ 744,012.25

INVENTORY RECONCILIATION:

Inventory Balance at Beginning of Month	<u>\$ 662,333.00</u> (a)
PLUS: Inventory Purchased During Month	<u> </u>
MINUS: Inventory Used or Sold	<u> </u>
PLUS/MINUS: Adjustments or Write-downs	<u> </u> *
Inventory on Hand at End of Month	<u>\$ 641,334.00</u>

METHOD OF COSTING INVENTORY: Weighted average cost

*For any adjustments or write-downs provide explanation and supporting documentation, if applicable.

INVENTORY AGING

Less than 6 months old	6 months to 2 years old	Greater than 2 years old	Considered Obsolete	Total Inventory
55%	45%			= 100%

* Aging Percentages must equal 100%.

☐ Check here if inventory contains perishable items.

Description of Obsolete Inventory:

Represents inventory related to non-touring exhibits

FIXED ASSET REPORT **SEE BALANCE SHEET**

FIXED ASSETS FAIR MARKET VALUE AT PETITION DATE: \$ 4,000,000.00 (b)

(Includes Property, Plant and Equipment)

BRIEF DESCRIPTION (First Report Only):

FIXED ASSETS RECONCILIATION:

Fixed Asset Book Value at Beginning of Month	<u> </u> (a)(b)
MINUS: Depreciation Expense	<u> </u>
PLUS: New Purchases	<u> </u>
PLUS/MINUS: Adjustments or Write-downs	<u> </u> *
Ending Monthly Balance	<u>\$ -</u>

*For any adjustments or write-downs, provide explanation and supporting documentation, if applicable.

BRIEF DESCRIPTION OF FIXED ASSETS PURCHASED OR DISPOSED OF DURING THE REPORTING PERIOD:

(a) This number is carried forward from last month's report. For the first report only, this number will be the balance as of the petition date.

(b) Fair Market Value is the amount at which fixed assets could be sold under current economic conditions.

Book Value is the cost of the fixed assets minus accumulated depreciation and other adjustments.

Attachment 4A**Monthly summary of bank activity - operating account**Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, Case Number: 3:16-bk-02233-PMGReporting period beginning 01-Aug-16 Period ending 31-Aug-16

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at http://www.usdoj.gov/ust/r21/reg_info.htm. If bank accounts other than the three required by the United States Trustee Program are necessary, permission must be obtained from the United States Trustee prior to opening the accounts. Additionally, use of less than the three required bank accounts must be approved by the United States Trustee.

Name of bank **Bank of America Merrill Lynch** Branch **NOT APPLICABLE**Account name **Premier Exhibition Management LLC** Account number **3340 3706 9697**Purpose of account: OPERATING SWEEP

Ending balance per bank statement	\$	-	
Plus total amount of outstanding deposits	\$	-	
Minus: total amount of outstanding checks and other debits	\$	-	*
Minus: service charges	\$	-	
End of month balance	\$	-	** (a)

SEE BALANCE SHEET, BANK STATEMENT, RECONCILIATION FOR ALL BANK ACCOUNTS* Debit cards are used by None

** If Closing Balance is negative, provide explanation: _____

The following disbursements were paid in Cash (do not includes items reported as Petty Cash on Attachment

4D: (☐ Check here if cash disbursements were authorized by United States Trustee)

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
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None**TRANSFERS BETWEEN DEBTOR IN POSSESSION ACCOUNTS**

"Total Amount of Outstanding Checks and other debits", listed above, includes:

ALL SWEEP ACCOUNTS TRANSFER INTO MAIN ACCOUNT. THERE IS ALSO CHECK AND DEPOSIT CLEARING ACCOUNTS.\$ 234,881.65 Transferred to Payroll Account\$Nil Transferred to Tax Account

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

Attachment 4A**Monthly summary of bank activity - operating account**Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting period	Period
beginning <u>01-Aug-16</u>	ending <u>31-Aug-16</u>

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at http://www.usdoj.gov/ust/r21/reg_info.htm. If bank accounts other than the three required by the United States Trustee Program are necessary, permission must be obtained from the United States Trustee prior to opening the accounts. Additionally, use of less than the three required bank accounts must be approved by the United States Trustee.

Name of bank **Bank of America Merrill Lynch** Branch **NOT APPLICABLE**Account name **Premier Exhibition Management LLC** Account numl**3340 3709 3309**Purpose of account: PEM TUT

Ending balance per bank statement	<u>\$Nil</u>
Plus total amount of outstanding deposits	<u>\$ -</u>
Minus: total amount of outstanding checks and other debits	<u> </u> *
Minus: service charges	<u>\$ -</u>
End of month balance	<u>\$Nil</u> ** (a)

* Debit cards are used by None

** If Closing Balance is negative, provide explanation: _____

The following disbursements were paid in Cash (do not includes items reported as Petty Cash on Attachment

4D: (☐ Check here if cash disbursements were authorized by United States Trustee)

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
------	--------	-------	---------	------------------------------

None

TRANSFERS BETWEEN DEBTOR IN POSSESSION ACCOUNTS

"Total Amount of Outstanding Checks and other debits", listed above, includes:

<u>\$Nil</u>	Transferred to Payroll Account	
<u>\$54,185.74</u>	Transfer to PEM BoA -9523	4A 08.2016 - 3309 TUT Account Transfer -\$54,185.74
<u>\$Nil</u>	Transferred to Tax Account	

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

Attachment 4A**Monthly summary of bank activity - operating account**Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, Case Number: 3:16-bk-02233-PMGReporting period beginning 01-Aug-16 Period ending 31-Aug-16

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at http://www.usdoj.gov/ust/r21/reg_info.htm. If bank accounts other than the three required by the United States Trustee Program are necessary, permission must be obtained from the United States Trustee prior to opening the accounts. Additionally, use of less than the three required bank accounts must be approved by the United States Trustee.

Name of bank **Wells Fargo Business Choice Checking Branch** **NOT APPLICABLE**

Account name **Premier Exhibition Management LLC** Account number **5812171139**

Purpose of account: OPERATING

Ending balance per bank statement	\$ 4,504.16	
Plus total amount of outstanding deposits	\$ -	
Minus: total amount of outstanding checks and other debits		*
Minus: service charges	\$ -	
End of month balance	\$ 4,504.16	** (a)

* Debit cards are used by None

** If Closing Balance is negative, provide explanation: _____

The following disbursements were paid in Cash (do not includes items reported as Petty Cash on Attachment

4D: (☐ Check here if cash disbursements were authorized by United States Trustee)

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
------	--------	-------	---------	------------------------------

None**TRANSFERS BETWEEN DEBTOR IN POSSESSION ACCOUNTS**

"Total Amount of Outstanding Checks and other debits", listed above, includes:

\$Nil Transferred to Payroll Account\$Nil Transferred to Tax Account

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

Attachment 4A**Monthly summary of bank activity - operating account**Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMGReporting period beginning 01-Aug-16 Period ending 31-Aug-16

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at http://www.usdoj.gov/ust/r21/reg_info.htm. If bank accounts other than the three required by the United States Trustee Program are necessary, permission must be obtained from the United States Trustee prior to opening the accounts. Additionally, use of less than the three required bank accounts must be approved by the United States Trustee.

See Exhibit

22 Premier UK August Statement - CLOSED

Name of bank	Royal Bank of Scotland	Branch	NOT APPLICABLE
Account name	RMS Titanic (UK) Limited	Account number	10134386 CLOSED JULY 1, 2016
Account name	Premier (United Kingdom) Limited	Account number	10134351 CLOSED AUGUST 1, 2016
Purpose of account:	<u>OPERATING</u>		

Ending balance per bank statement	GBP	<u>\$Nil</u>	
Plus total amount of outstanding deposits		\$ -	
Minus: total amount of outstanding checks and other debits			*
Minus: service charges			
End of month balance	GBP	<u>\$Nil</u>	** (a)

* Debit cards are used by None

** If Closing Balance is negative, provide explanation: _____

The following disbursements were paid in Cash (do not includes items reported as Petty Cash on Attachment

4D: (☐ Check here if cash disbursements were authorized by United States Trustee)

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
------	--------	-------	---------	------------------------------

None**TRANSFERS BETWEEN DEBTOR IN POSSESSION ACCOUNTS**

"Total Amount of Outstanding Checks and other debits", listed above, includes:

<u>\$Nil</u>	Transferred to Payroll Account
<u>\$45,325.98</u>	Transfer to PEM BoA -9705 (Aug 3, 2016)
	Note: Amount transferred was EUR35,060.86 from Premier (UK) account
<u>\$Nil</u>	Transferred to Tax Account

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

Attachment 5A**Check register - operating account**

Name of Debtor:	<u>PREMIER EXHIBITIONS MANAGEMENT, LLC</u>	Case Number:	<u>3:16-bk-02233-PMG</u>
Reporting period beginning	<u>01-Aug-16</u>	Period ending	<u>31-Aug-16</u>
Name of bank	Bank of America Merrill Lynch	Branch	NOT APPLICABLE
Account name	Premier Exhibition Management LLC	Account number	3340 3706 9697

Purpose of account: OPERATING SWEEP

Account for all disbursements, including voids, lost checks, stop payments, etc. In the alternative, a computer generated check register can be attached to this report, provided all the information requested below is included.

Date	Check number	Payee	Purpose	Amount
SEE ATTACHED CHECK REGISTER				
	27	Check Register	8-31-2016	
Total				

Attachment 5A
Check register - operating account

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting period beginning 01-Aug-16 Period ending 31-Aug-16

Name of bank **Bank of America Merrill Lynch** Branch **NOT APPLICABLE**

Account name **Premier Exhibition Management LLC** Account number **3340 3709 3309**

Purpose of account: PEM TUT

Account for all disbursements, including voids, lost checks, stop payments, etc. In the alternative, a computer generated check register can be attached to this report, provided all the information requested below is included.

Date	Check number	Payee	Purpose	Amount
None				
Total				<u><u>\$Nil</u></u>

Attachment 5ACheck register - operating accountName of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMGReporting period beginning 01-Aug-16 Period ending 31-Aug-16Name of bank **Wells Fargo Business Choice Checking** Branch **NOT APPLICABLE**Account name **Premier Exhibition Management LLC** Account number **5812171139**Purpose of account: OPERATING

Account for all disbursements, including voids, lost checks, stop payments, etc. In the alternative, a computer generated check register can be attached to this report, provided all the information requested below is included.

Date	Check number	Payee	Purpose	Amount
None				
Total				<u><u>\$Nil</u></u>

Attachment 4B**Monthly summary of bank activity - payroll account**Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMGReporting period
beginning 01-Aug-16 Period ending #####

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at
http://www.usdoj.gov/ust/r21/reg_info.htm

Name of bank **Bank of America Merrill Lynch** Branch **NOT APPLICABLE**Account name **Premier Exhibition Management LLC** Account number **3340 3706 9713**Purpose of account: PAYROLL

Ending balance per bank statement	<u>\$Nil</u>
Plus total amount of outstanding deposits	<u>\$ -</u>
Minus: total amount of outstanding checks and other debits	<u> </u> *
Minus: service charges	<u>\$ -</u>
End of month balance	<u>\$Nil</u> ** (a)

* Debit cards are used by _____

** If Closing Balance is negative, provide explanation: _____

The following disbursements were paid in Cash: (☐ Check here if cash disbursements were authorized by United States Trustee)

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
Refer to the following documents:				
34	Payroll Journal 20160805 20160803 1	37	Payroll Journal 20160824 20160822 1	
35	Payroll Journal 20160808 20160805 1	38	Payroll Journal 20160826 20160825 1	
36	Payroll Journal 20160819 20160816 1	39	Payroll Journal 20160902 20160831 1	

The following non-payroll disbursements were made from this account:

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
None				

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

Attachment 5B
Check register - Payroll Account

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting period beginning 01-Aug-16 Period ending 31-Aug-16

Name of bank **Bank of America Merrill Lyn** Branch **NOT APPLICABLE**

Account name **Premier Exhibition Manager** Account number **3340 3706 9713**

Purpose of account: PAYROLL

Account for all disbursements, including voids, lost checks, stop payments, etc. In the alternative, a computer generated check register can be attached to this report, provided all the information requested below is included.

Date	Check Number	Payee	Purpose	Amount
See Payroll Journals listed in MOR-9				
TOTAL				\$Nil

Attachment 4C
Monthly Summary of Bank Activity - Tax Account

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting period beginning 01-Aug-16 Period ending 31-Aug-16

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at http://www.usdoj.gov/ust/r21/reg_info.htm

Name of bank **None** Branch **None**

Account name **None** Account number **None**

Purpose of account: TAX
PAYROLL ACCOUNT IS USED TO PAY TAXES

Ending balance per bank statement	<u>\$Nil</u>
Plus total amount of outstanding deposits	<u>\$ -</u>
Minus: total amount of outstanding checks and other debits	<u>*</u>
Minus: service charges	<u>\$ -</u>
Ending balance per Check Register	<u>\$Nil</u> ** (a)

* Debit cards are used by None

** If Closing Balance is negative, provide explanation: _____

The following disbursements were paid in Cash: (☐ Check here if cash disbursements were authorized by United States Trustee)

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
None				

The following non-payroll disbursements were made from this account:

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
None				

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

Attachment 5C
Check register - tax account

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting period beginning 01-Aug-16 Period ending 31-Aug-16

Name of bank **None** Branch **None**

Account name **None** Account number **None**

Purpose of account: TAX
PAYROLL ACCOUNT IS USED TO PAY TAXES

Account for all disbursements, including voids, lost checks, stop payments, etc. In the alternative, a computer generated check register can be attached to this report, provided all the information requested below is included.

Date	Check Number	Payee	Purpose	Amount
None				
TOTAL				\$Nil (d)

SUMMARY OF TAXES PAID

Payroll Taxes Paid	See Exhibit 14 (a)
Sales & Use Taxes Paid	\$0 (b)
Other Taxes Paid	\$0 (c)
TOTAL	\$0 (d)

(a) This number is reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2 Line 5O)

(b) This number is reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2 Line 5P)

(c) This number is reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2 Line 5Q)

(d) These two lines must be equal.

Attachment 4D
Investment Accounts and Petty Cash Report

Investment accounts

Each savings and investment account, i.e. certificates of deposits, money market accounts, stocks and bonds, etc., should be listed separately. Attach copies of account statements.

Type of Negotiable Certificate of Deposit (account ending -9742)

Instrument	Face Value	Purchase Price	Date of Purchase	Current Market Value
				<u>\$Nil</u>
<u>\$800,000 went to honor the letter of credit for the 415 5th Avenue landlord</u>				
<u>\$855.31 went to Bank of America for service charges</u>				
<u>40 BofA CD Withdrawal Notice 08.23.16</u>				
TOTAL				<u>\$Nil</u> (a)

Petty Cash Report

The following Petty Cash Drawers/Accounts are maintained:

	(Column 2) Maximum amount	(Column 3) Amount of petty cash on	(Column 4) Difference between
Location of Box/Account	of cash in Drawer/Acct	hand at end of month	(Column 2) and (Column 3)
			\$ -
<u>SEE SCHEDULE ATTACHED</u>			\$ -
<u>41 10030 Petty Cash</u>			\$ -
Total			\$ - (b)

For any Petty Cash Disbursements over \$100 per transaction, attach copies of receipts. If there are no receipts, provide an explanation.

None

TOTAL INVESTMENT ACCOUNTS AND PETTY CASH (a + b) _____ (c)

(c) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

Attachment 6
Monthly tax report

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting period beginning 01-Aug-16 Period ending 31-Aug-16

TAXES OWED AND DUE

Report all unpaid post-petition taxes including Federal and State withholding FICA, State sales tax, property tax, unemployment tax, State workmen's compensation, etc.

Name of taxing authority	Date payment due	Description	Amount	Date last tax return filed	Tax return period
Total			<u>\$Nil</u>		

Attachment 7**Summary of Officer or Owner Compensation****Summary of personnel and insurance coverages**Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LI Case Number: 3:16-bk-02233-PMGReporting period
beginning 01-Aug-16 Period ending 31-Aug-16**TAXES OWED AND DUE**

Report all forms of compensation received by or paid on behalf of the Officer or Owner during the month. Include car allowances, payments to retirement plans, loan repayments, payments of Officer/Owner's personal expenses, insurance premium payments, etc. Do not include reimbursement for business expenses Officer or Owner incurred and for which detailed receipts are maintained in the accounting records.

Name of officer or owner	Title	Payment description	Amount paid
Jerome Henshall	CFO	Bi-weekly salary	\$ 13,846.00
Jessica Sanders	Corp. Secretary	Bi-weekly salary	\$ 6,923.00
Total			<u><u>\$ 20,769.00</u></u>

PERSONNEL REPORT

	Full time	Part time
Number of employees at beginning of period	33	79
Number hired during the period	0	0
Number terminated or resigned during period	3	9
Number of employees on payroll at end of period	<u>31</u>	<u>70</u>

CONFIRMATION OF INSURANCE

List all policies of insurance in effect, including but not limited to workers' compensation, liability, fire, theft, comprehensive, vehicle, health and life. For the first report, attach a copy of the declaration sheet for each type of insurance. For subsequent reports, attach a certificate of insurance for any policy in which a change occurs during the month (new carrier, increased policy limits, renewal, etc.).

No change**The following lapse in insurance coverage occurred this month:**

Policy Type	Date Lapsed	Date Reinstated	Reason for Lapse
None			

☐ Check here if U. S. Trustee has been listed as Certificate Holder for all insurance policies.

Attachment 8

Significant Developments During Reporting Period

Information to be provided on this page, includes, but is not limited to: (1) financial transactions that are not reported on this report, such as the sale of real estate (attach closing statement); (2) non-financial transactions, such as the substitution of assets or collateral; (3) modifications to loan agreements; (4) change in senior management, etc. Attach any relevant documents.

Premier Exhibitions, Inc. executed an agreement on July 1, 2016 with John Norman (former Premier Executive Officer) to lease assets and to assume an assignment of a pre-petition unsecured creditor claim. MondoMostre s.r.l. was the unsecured creditor and owed \$18,074.00.

On August 4, 2016, Premier Exhibitions Management, LLC signed on behalf of RMS Titanic, Inc., a limited license agreement, to allow Infinity Filmed Entertainment Group Ltd. and Partners in Motion Pictures, Inc. to license the Titanic intellectual property for the limited purpose of soliciting interest in a potential TV series for distribution.

We anticipate filing a Plan of Reorganization and Disclosure Statement on or before TO BE DETERMINED.